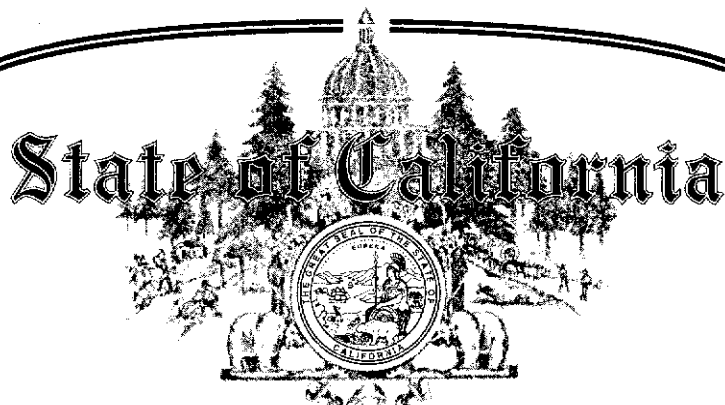


EXHIBIT A
YIPES TRANSMISSION, INC.
ARTICLES OF INCORPORATION

**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 11 2000

Bill Jones

Secretary of State

ARTICLES OF INCORPORATION**OF****YIPES TRANSMISSION, INC.**ENDORSED-FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

FEB -7 2000

BILL JONES, SECRETARY OF STATE

I

The name of the Corporation is Yipes Transmission, Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address of the Corporation's initial agent for service of process in the State of California, in accordance with subdivision (b) of Section 1502 of the General Corporation Law, are:

Stanley J. Moore
114 Sansome Street, Suite 900
San Francisco, CA 94104

IV

The Corporation is authorized to issue only one class of shares, and the total number of shares that the Corporation is authorized to issue is ONE THOUSAND (1,000). Solely for the purpose of any statute or regulation imposing any tax or fee based on the capitalization of a corporation, all authorized shares of the Corporation shall have a par value of ONE THOUSANDTH OF ONE CENT (\$0.00001) per share.

V

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise,

in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation or its shareholders. The Corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

Section 3. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 4, 2000.



Misako Maki Sack
Sole Incorporator

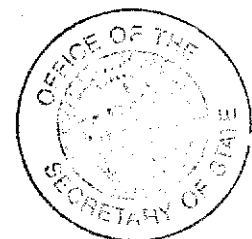
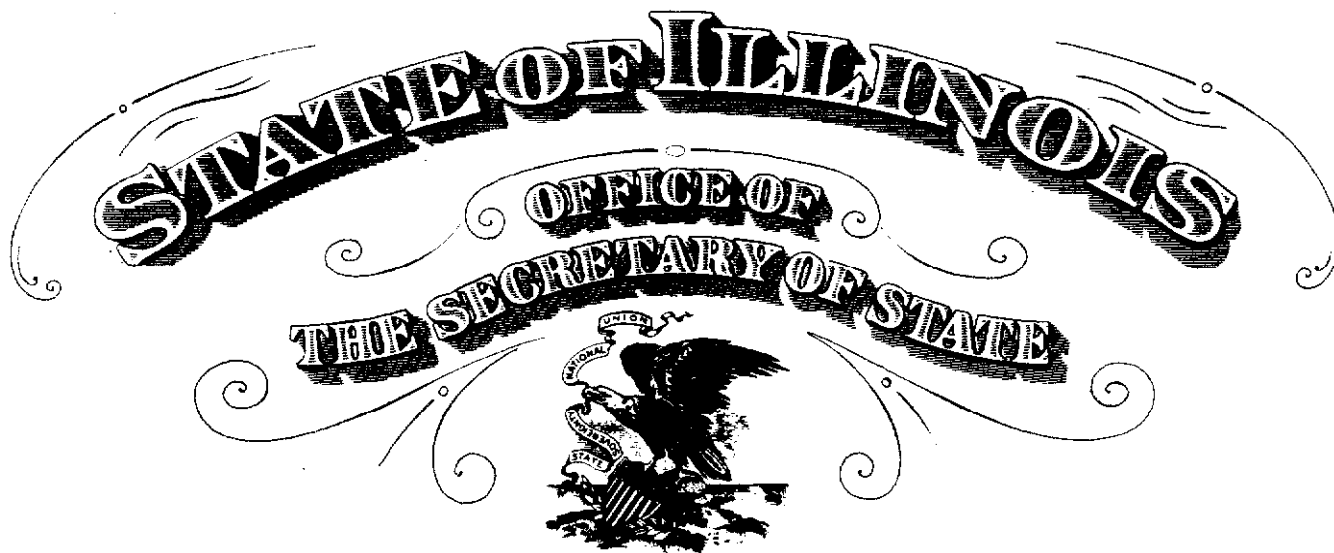


EXHIBIT B

YIPES TRANSMISSION, INC.

**CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

YIPES TRANSMISSION, INC., INCORPORATED IN THE STATE OF CALIFORNIA AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON MAY 15, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 15TH
day of MAY *A.D.* 2000.

Jesse White

SECRETARY OF STATE

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of California and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	(No series)	\$0.00001	1,000	1,000

9. Paid-in Capital: \$ 1,000,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,000,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 52,631.58
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,280,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 120,000.00

11. Interrogatories: (Important — this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 114 Sansome Street, Suite 900, San Francisco, California 94104.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated March 20th, 2000
(Month & Day) (Year)

Yipes Transmission, Inc.
(Exact Name of Corporation)

attested by X Stanley J. Moore
(Signature of Secretary or Assistant Secretary)

by X Stanley J. Moore
(Signature of President or Vice President)

Stanley J. Moore, Assistant Secretary
(Type or Print Name and Title)

Stanley J. Moore, Vice President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

MAY 15 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5-15-00
License Fee \$
Franchise Tax \$
Filing Fee \$ 78.95
Penalties \$ 75.00
Approved: KK \$ 153.95

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Yipes Transmission, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

- (b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: California

(b) Date of Incorporation: February 7, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(if none, so state)

114 Sansome Street, Suite 900, San

None

Francisco, California 94104

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
California.

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached list of officers</u>			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
YIPES TRANSMISSION, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF CALIFORNIA HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 15TH
day of MAY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

Directors and Officers of Yipes Transmission, Inc.

1. Gerald Parrick, CEO and Director
114 Sansome Street, Suite 900
San Francisco, California 94104
2. Frank Robles, Vice President, Treasurer, CFO, Secretary and Director
114 Sansome Street, Suite 900
San Francisco, California 94104
3. Stanley J. Moore, Assistant Secretary, Vice President and Director
114 Sansome Street, Suite 900
San Francisco, California 94104
4. Peter Kaminski, Vice President
114 Sansome Street, Suite 900
San Francisco, California 94104
5. Rex Fisher, Vice President
114 Sansome Street, Suite 900
San Francisco, California 94104
6. Dr. Kamran Sistanizadeh, Vice President
114 Sansome Street, Suite 900
San Francisco, California 94104
7. Beth Little Tyebjee, Vice President
114 Sansome Street, Suite 900
San Francisco, California 94104
8. Ron Young, Vice President
114 Sansome Street, Suite 900
San Francisco, California 94104



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 15, 2000

6105-891-5

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE YIPES TRANSMISSION, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

EXHIBIT C

YIPES TRANSMISSION, INC.

BIOGRAPHIES OF COMPANY PRINCIPALS

Mr. Jerry Parrick, President and Chief Executive Officer

Mr. Parrick has thirty years experience in the communications industry. Prior to joining Yipes he was Chief Executive Officer of Diamond Lane Communications, a provider of DSL services now doing business as Nokia High Speed Access Services since its sale to Nokia in March of 1999. Diamond Lane was the first company to commercially deploy DSL services in the United States. Previously Mr. Parrick was President of Enterprise Networking Services, a division of USWest, where he was responsible for the company's frame relay, ATM, and SMDS services, and was the founding General Manager of the Data Communications Group at Pacific Bell. Mr. Parrick is a Stanford Sloan Fellow.

Mr. Frank R. Robles, Vice President of Operations and Network Development

Mr. Robles is an expert in Internet connectivity, Web development and technical management in the communications and Internet industry. He is a founder of NanoSpace, the precursor company to Yipes, and Netcom, a start-up company that developed the first consumer-friendly integrated Internet browser. Mr. Robles also has been a technical consultant for AlphaBlox, Apple, Hewlett-Packard, Kana Communications, and Siebel Systems. Mr. Robles majored in Computer Engineering at UC Santa Cruz and has degrees in Computer Science and Mathematics from Cabrillo College.

Dr. Kamran Sistanizadeh, Vice-President, Network Architecture

Dr. Sistanizadeh has seventeen years experience in the communications industry. Most recently he was the Chief Technology Officer of Bell Atlantic Global Networking. He also serves as the Chair of the ANSI AdHoc Committee of Transmission Standards and is a Board Member of the ADSL Forum. Dr. Sistanizadeh holds 13 United States patents and developed the first large-scale ATM network, supporting frame relay and IP multimedia traffic for business and residential customers. Dr. Sistanizadeh holds the following degrees: MBA, International from Georgetown University, 1998; Ph.D., Electrical Engineering from Virginia Tech, 1986; M.Sc., Applied Mathematics from Virginia Tech, 1985; M.Sc., Electrical Engineering from Virginia Tech, 1980; B.Sc., Electrical Engineering from UC Berkeley 1978.

Mr. Peter Kaminski, Vice-President of Technology Development

Mr. Kaminski has extensive experience working in the area of Internet protocols and applications. Before joining Yipes he was the President and Chief Technology Officer for NanoSpace, and a founder for Netcom and project lead for Netcom's Netcruiser™. Mr. Kaminski also has been an Internet development consultant for Kana Communications, an integrated communication solution that allows e-businesses to communicate personally with online customers, and an Internet or software development consultant for Linear Technology, Pointcast, Hewlett-Packard, Arkenston, Activision, and Director for Agile Media.

Mr. Rex Fisher, Vice-President of Sales

Mr. Fisher has twenty years experience in the communications industry, fourteen of those leading sales teams. Prior to joining Yipes, Mr. Fisher was Vice-President of Sales at Interprise

Networking Services, a USWest subsidiary. Mr. Fisher also was Vice President of Nebraska for USWest, leading the company's regulatory strategy in that state.

Ms. Beth Little Tyebjee, Vice-President of Customer and Product

Ms. Tyebjee comes to Yipes with twenty-seven years in the communications industry. Prior to joining Yipes she was Vice President, Retail Markets at USWest and Vice President, New Business Development at Pacific Telesis Group. While at Pacific Telesis, Beth was responsible corporate wide product and business development and let a series of breakthrough products including frame relay, SONET and ATM transport to market. Additionally she launched several subsidiary businesses in Internet access and managed network services.

Mr. Ron Young, Vice-President of Marketing and Business Development

Mr. Young brings thirty years experience in marketing, particularly in marketing data communications, to Yipes. Previously he was President of Innovative Management Services where he developed innovative Marketing, Business Development and new Product Introduction Programs for Fortune 50 and NASDAQ clients including Apple Computer, AT&T, Electronic Arts, IBM, USWest, Pacific Telesis, Disney and Bank of America.

Mr. Stan Moore, Vice-President of Law and Public Policy

Mr. Moore has been an attorney for twenty-seven years, twenty-four of them in the communications industry. Prior to joining Yipes Mr. Moore was Vice-President Law and Regulation at SBC Long Distance and was the lead counsel for the Pacific Telesis spin-off of Airtouch Communications. Mr. Moore also was Washington counsel for Pacific Telesis Group.